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UNITED STATES DISTRICT COURT  
 SOUTHERN DISTRICT OF NEW YORK

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MANCHESTER INC., NICE CARS FUNDING, LLC, NICE CARS ACCEPTANCE ACQUISITIONCO, INC. AND NICE CARS OPERATIONS ACQUISITIONCO, INC.,	:	<u>ECF CASE</u>
:		07 Civ. 8659 (LTS)
Plaintiffs,		:
v.		:
RAY LYLE, VICTORIA LYLE, GINGER BOND, RAY LYLE II, ROBERT LYLE, AND LEEDOM & ASSOCIATES, LLC,	:	:
Defendants.		:

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X

**DECLARATION OF RICHARD T. MAROONEY**

RICHARD T. MAROONEY, under penalty of perjury, deposes and says:

1. I am a member of the firm of King & Spalding LLP, attorneys for Leedom & Associates, LLC (“Leedom”). I submit this declaration in support of the motion of Leedom to dismiss with prejudice the Second Amended Complaint as against Leedom in the above-captioned action.
2. Annexed hereto as Exhibit A is a true and correct copy of the Second Amended Complaint dated November 30, 2007.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York  
January 18, 2008

/s/ Richard T. Marooney  
Richard T. Marooney (RM-0276)